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June 16, 2008

RECORDATION NO. **22603-F**

Salt Lake City
201 South Main Street
Salt Lake City, UT 84111
(801) 533-0066

Ms. Anne K. Quinlan, Esq., Acting Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

JUN 16 '08 -1 00 PM

SURFACE TRANSPORTATION BOARD

Re: Union Pacific Railroad Company
Substitution of Equipment
(UPRR 1999 B-2)

Dear Ms. Quinlan:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two executed copies of the Memorandum of Mortgage Supplement No. 2, dated June 16, 2008, a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents. The enclosed document relates to the Trust Indenture, Mortgage and Security Agreement dated December 15, 1999 (UPRR 1999 B-2), a memorandum of which was recorded with the Surface Transportation Board on December 14, 1999 at 4:25 P.M. under Recordation Number 22603-B.

The names and addresses of the parties to the enclosed document are as follows:

Borrower:	Union Pacific Railroad Company 1400 Douglas Street Omaha, Nebraska 68179 Attention: Treasurer
Indenture Trustee:	Wells Fargo Bank Northwest, National Association 299 South Main Street, 12th Floor MAC U1228-120 Salt Lake City Utah 84111 Attention: Corporate Trust Administration

The equipment covered on the date hereof by the enclosed document consists of:

11 GE AC4400CW Locomotives bearing the road numbers within the series UP 7211 through UP 7221 replacing 11 SD9060MAC Locomotives bearing the road numbers within the series UP 8502 through UP 8521, all as more specifically indicated in Exhibit A attached hereto.

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A short summary of the document to appear in the index follows:

Memorandum of Mortgage Supplement No. 2 (UPRR 1999 B-2) between Union Pacific Railroad Company, as Borrower and Wells Fargo Bank Northwest, National Association (successor-in-interest to First Security Bank, National Association), as Indenture Trustee.

A fee of thirty-five dollars (\$35.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3429.

Sincerely,

CHAPMAN AND CUTLER LLP

By



Patrick Vining

Enclosures

RECORDATION NO. 22603-F FILED

JUN 16 '08 1 00 PM

MEMORANDUM OF MORTGAGE SUPPLEMENT NO. 2
(UPRR 1999 B-2)

SURFACE TRANSPORTATION BOARD

Memorandum of Mortgage Supplement No. 2, made and entered into on June 16, 2008, by and between Union Pacific Railroad Company, a Delaware corporation, as Borrower ("*Borrower*") and Wells Fargo Bank Northwest, National Association, successor-in-interest to First Security Bank, National Association, a national banking association, as Indenture Trustee (the "*Indenture Trustee*").

WITNESSETH:

1. Borrower and Indenture Trustee have entered into that certain Trust Indenture, Mortgage and Security Agreement (UPRR 1999 B-2), dated December 15, 1999 (the "*Mortgage*"), by which Borrower has granted a security interest to Indenture Trustee in order to secure Borrower's performance of certain obligations as described in the Mortgage.

2. A memorandum of said Mortgage and a memorandum of Mortgage Supplement No. 1 have been recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on December 14, 1999 at 4:05 P.M. and 4:11 P.M. under recordation numbers 22603-B and 22603-C, respectively.

3. An Event of Loss has occurred with respect to the Items of Equipment set forth on Exhibit A hereto. Borrower is providing the Replacement Items of Equipment set forth on Exhibit B hereto (the "*Replacement Items of Equipment*") to be subjected to the Mortgage.

4. The undersigned have entered into that certain Mortgage Supplement No. 2 (UPRR 1999 B-2), dated June 16, 2008, whereby Borrower has granted, pursuant to the above-described Mortgage, a security interest therein to the Replacement Items of Equipment set forth on Exhibit B attached hereto, and the terms and provisions of the above-described Mortgage are extended to such Replacement Items of Equipment, and whereby the Indenture Trustee has terminated, released and discharged its security interest in the Items of Equipment set forth on Exhibit A hereto.

Memorandum of Mortgage Supplement No. 2 (STB)
(UPRR 1999 B-2)

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized on the date and year first above written.

UNION PACIFIC RAILROAD COMPANY, as
Borrower

By 
Name: Gary W. Grosz
Title: Assistant Treasurer

Executed on this 12th day of June, 2008.

WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION (successor-in-interest to First
Security Bank, National Association), as
Indenture Trustee

By _____
Name:
Title:

Executed on this ____ day of June, 2008.

Memorandum of Mortgage Supplement No. 2 (STB)
(UPRR 1999 B-2)

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized on the date and year first above written.

UNION PACIFIC RAILROAD COMPANY, as
Borrower

By _____
Name: Gary W. Grosz
Title: Assistant Treasurer

Executed on this ____ day of June, 2008.

WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION (successor-in-interest to First
Security Bank, National Association), as
Indenture Trustee

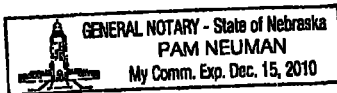
By _____
Name: _____
Title: Scott Rosevear
Vice President

Executed on this 12th day of June, 2008.

STATE OF NEBRASKA)
)
COUNTY OF DOUGLAS) SS:

On this, the 12th day of June, 2008, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on June 12, 2008, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Pam Neuman
Name: Pam Neuman
Notary Public
My Commission Expires: 12-15-2010
Residing in Omaha, NE

(SEAL)

STATE OF UTAH)
)
COUNTY OF SALT LAKE) SS.:

On this, the _____ day of June, 2008, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on June __, 2008 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

STATE OF NEBRASKA)
) SS:
COUNTY OF DOUGLAS)

On this, the ____ day of June, 2008, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on June __, 2008, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

STATE OF UTAH)
) SS.:
COUNTY OF SALT LAKE)

On this, the 12th day of June, 2008, before me, a Notary Public in and for said County and State, personally appeared Scott Rosevear, who being by me duly sworn, says that (s)he is the Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on June 12, 2008 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Adri Coombs

Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

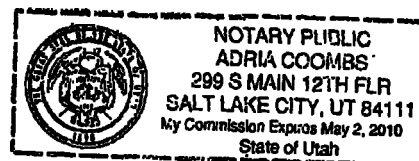


EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
SD9060MAC Locomotives	11	UP 8502 UP 8512 through UP 8521, inclusive

EXHIBIT B

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
GE AC4400CW Locomotives	11	UP 7211 through UP 7221, inclusive

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 6/16/08



Robert W. Alvord